SECURITIES NOTICE OF PURSUA SECURITIES NOTICE OF PURSUA SECURITIES

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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MB APPROVAL

DATE RECEIVED

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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (a check if this is an amendment and name has changed, and indicate change.) Newport Asia Institutional Fund, LP

Filing Under (Check box(es) that apply):

□ Rule 504 □

✓ Amendment

Rule 506 □

Section 4(6)

ULOE

A. BASIC IDENTIFICATION DATA

Rule 505

. Enter the information requested about the issuer

New Filing

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Newport Asia Institutional Fund, LP

Address of Executive Offices 601 California Street, Suite 600, San Francisco, CA

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code) 415-677-8620

CA 94108

Address of Principal Business Operations (if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Private investment fund

Type of Business Organization corporation

Type of filing:

 -- 5 A 5000

business trust

a limited partnership, to be formed

other (please specify): LLC

Actual or Estimated Date of Incorporation or Organization:

Month [12] Year [02]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

[D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PROCESSED

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JAN 1 2 2007.

THOMSON FINANCIAL

L					A	A. BASIC IDENTIFI	CAT	ION DATA				
2.	Ente	er the information rec	quested for	r the follo	wing			··········				<u> </u>
	•				_	s been organized with	in the	past five years:				
	•					ote or dispose, or dire			of, 10	% or more of	a clas	s of equity securities o
	•	Each executive off	icer and di	irector of	согрс	orate issuers of corpora	ate ger	neral and managing	nartn	ers of partne	rehin i	echere, and
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Chec	k Bo	x(es) that Apply:		romoter		Beneficial Owner		Executive Officer		Director	X	General and/or
												Managing Partner
		(Last name first, if i Asia LLC	ndividual)) 								
Busin	ess o Califo	r Residence Address rnia Street, Suite 6	(Num 00, San Fi	ber and S	treet,	City, State, Zip Code 94108)					
Checl	k Box	(es) that Apply:	o Pr	omoter		Beneficial Owner	X	Executive Officer	0	Director		General and/or Managing Partner
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usine	ss or	Residence Address	(Numbe	er and Str	eet, C	City, State, Zip Code)						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			•••				OUT OFFI						
1.	Has the issue	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											No
_	Answer also in Appendix, Column									(ם נ	X	
2.	What is the minimum investment that will be accepted from any individual?											5,000,0	<u>000</u>
3.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission												No
4.	or similar rem listed is an ass of the broker	nuneration for sociated per	or solicitati son or agen	on of purch t of a broke:	asers in cor r or dealer r	nnection wiregistered w	th sales of saith the SEC	ecurities in and/or with	the offering	If a perso	n to be	₫	
Full N/A	Name (Last na	me first, if i	ndividual)										
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Airead Sold
	Debt	S0	\$(
	Equity Common Preferred	50	\$(
	Convertible Securities (including warrants)	6 0	\$. (
	Partnership Interests		\$237,727,781
	Other (Specify)		\$ <u>237,727,781</u>
	Total\$		\$ <u>237,727,781</u>
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amoun of Purchases
	Accredited Investors.		\$ <u>237,727,781</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		3
	Rule 504.		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		\$ <u></u>
	Transfer Agent's Fees.		\$0
	Printing and Engraving Costs	X	\$5,604
	Legal Fees.	X	\$ 20,074
	Accounting Fees	\boxtimes	\$ 27,193
	Engineering Fees	_	\$ 0
	Sales Commissions (specify finders' fees separately)	 	\$ 0
	Other Expenses (identify) Blue sky, certain custodian fees and fund compliance	X	\$ <u>0</u> \$57,980
	Total	_ ⊠	
		<u> </u>	\$ <u>118,486</u>

	C. OFFERING PRICE, NUM	BER OF INV	esturs, expens	ES AND USE	UF	PROCEEDS			
L	b. Enter the difference between the aggregate Question I and total expenses furnished in response "adjusted gross proceeds to the issuer"	e to Part C – Qu	estion 4.a. This differ	rence is the				\$ <u>23</u>	37.846,267
5.	Indicate below the amount of the adjusted gross profor each of the purposes shown. If the amount for and check the box to the left of the estimate. To adjusted gross proceeds to the issuer set forth in respect to the insuer se	any purpose is he total of the	not known, furnish a payments listed must	in estimate t equal the		ayments to Officers, Directors, & Affiliates		Pa	ryments To Others
1013	Salaries and fees			П	\$		П	s	0
									0
	Purchase of real estate								
	Purchase, rental or leasing and installation o								0
	Construction or leasing of plant buildings ar	ıd facilities			\$	0		\$	0
	Acquisition of other businesses (including the that may be used in exchange for the assets of a merger)	or securities of	another issuer pursua	int to	\$	<u> </u>	٥	\$	0
	Repayment of indebtedness	,,,,,,,,			\$	0		\$	0
	Working capital				\$	0		\$	0
	Other (specify): Investment Portfolio				\$	0	X	\$ <u>2</u> :	<u>37,846,267</u>
		***************************************			\$	0		\$	0
	Column Totals				\$_	0	X	\$ <u>2</u> :	<u>37,846,267</u>
	Total Payments Listed (columns totals added	d)		<u>X</u>)	\$237.84	6,26	7	
		D. FEDER	RAL SIGNATURE						
sion	issuer has duly caused this notice to be signed by a nature constitutes an undertaking by the issuer to fur mation furnished by the issuer to any non-accredite	rnish to the U.S	S. Securities and Exc	hange Comm	ission	is filed under , upon written	Rule requ	505, 1 est or	the following 1 its staff, the
	er (Print or Type)	Signature	10/7			Date		•	
Nev	port Asia Institutional Fund, LP		M. The	ヘ ン	-	December	15, 2	2006	
	e of Signer (Print or Type)	Title of Signe	er (Print or Type)						
Mic	hael Ellic	Partner, Ne	wport Asia LLC, G	eneral Partn	er of	the Newport	Asia	Insti	tutional

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Fund, LP